

UNITED STATES DEPARTMENT OF JUSTICE
OFFICE OF THE UNITED STATES TRUSTEE
DISTRICT OF DELAWARE

IN THE MATTER OF: : Chapter 11
:
NorthWestern Corporation : Case No. 03-12872 (CGC)
:
:
Debtor. : **FIFTH AMENDED***NOTICE OF
: APPOINTMENT OF COMMITTEE
----- : OF UNSECURED CREDITORS
:

Pursuant to Section 1102(a)(1) of the Bankruptcy Code, I hereby appoint the following persons to the Committee of Unsecured Creditors in connection with the above captioned case:

1. OCM Opportunities Fund IV, L.P. c/o Oaktree Capital Management, LLC, Attn: Ken Liang/Gloria Noh Cannon, 333 South Grand Avenue, 28th Floor, Los Angeles, CA 90071, Phone: (213) 830-6420, Fax: (213) 830-8585;
2. Franklin Templeton Mutual Series Fund c/o Franklin Mutual Advisers, LLC, Attn: Eric Yip, 51 JFK Parkway, Short Hills, NJ 07078, Phone: (973) 912-2043, Fax: (973) 921-8673;
3. Wilmington Trust Company as Trustee, Attn: Sandra Ortiz, 1100 N. Market Street, Wilmington, DE 19801, Phone: (302) 651-1000, Fax: (302) 636-4148;
4. HSBC Bank USA, as Indenture Trustee, Attn: Robert A. Conrad, 10 East 40th Street, New York, NY 10016-0200, Phone: (212) 525-1314, Fax: (212) 525-1300;
5. Avenue Capital Management, Attn: John Barrett, 535 Madison Avenue, New York, NY 10022, Phone: (212) 878-3501, Fax: (212) 878-3559;
6. AG Capital Recovery Partners III, L.P. c/o Angelo Gordon & Co., Attn: Thomas M. Fuller, 245 Park Avenue, New York, NY 10167, Phone: (212) 692-2285, Fax: (212) 867-6395; and
7. Comanche Park, LLC, Attn: Michael T. Schmechel, 100 North 27th Street, Suite 320, Billings, MT 59101, Phone: (406) 259-7782, Fax: (406) 259-7788.

ROBERTA A. DeANGELIS
ACTING UNITED STATES TRUSTEE

/s/ Frank J. Perch, III

FRANK J. PERCH, III
ASSISTANT UNITED STATES TRUSTEE

DATED: May 6, 2004

Attorneys assigned to this Case: Mark S. Kenney, Esq., Phone: (302) 573-6491, Fax: (302) 573-6497
Debtors' Counsel: Scott Cousins, Esq., Phone: (302) 661-7373, Fax: (302) 661-7360

***Amended to reflect removal of Magten Asset Management Corporation and Law Debenture Trust Company of New York, Trustee, effective May 6, 2004.**